

Annette W. Jarvis, Utah Bar No. 1649
 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 P.O. Box 45385
 Salt Lake City, Utah 84145-0385
 Telephone: (801) 532-1500
 Facsimile: (801) 532-7543
 Email: ajarvis@rqn.com

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and

Lenard E. Schwartz, Nevada Bar No. 0399
 Jeanette E. McPherson, Nevada Bar No. 5423
 SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Telephone: (702) 228-7590
 Facsimile: (702) 892-0122
 E-Mail: bkfilings@s-mlaw.com
 Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:
☐ All Debtors
☐ USA Commercial Mortgage Company
☒ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

SCHEDULES OF ASSETS AND LIABILITIES [AFFECTS USA SECURITIES, LLC]

AMENDMENT COVER SHEET

Amendments to the following are transmitted herewith. Check all that apply.

- ☐ Petition (must be signed by debtor and attorney for debtor per Fed.R.Bankr.P. 9011)
- ☒ Summary of Schedules
- ☒ Schedule A - Real Property
- ☒ Schedule B - Personal Property
- ☒ Schedule C - Property Claimed as Exempt
- ☒ Schedule D, E or F, and/or Matrix, and/or List of Creditors or Equity Holders

☒ Add/delete creditor(s), change amount or classification of debt - **\$26 fee required**

☐ Add/change address of already listed creditor, add name/address of attorney for already listed creditor, amend petition, attach new petition on converted case, supply missing document(s) - **no fee**

*Must provide diskette and comply with Local Rule 1007 if add/delete creditor or add/change address of already listed creditor

- ☒ Schedule G - Schedule of Executory Contracts & Expired Leases
- ☒ Schedule H - Codebtors
- ☐ Schedule I - Current Income of Individual Debtor(s)
- ☐ Schedule J - Current Expenditures of Individual Debtor(s)
- ☐ Statement of Financial Affairs
- ☐ Other: List of Creditors Holding 20 Largest Unsecured Claims; List Of Creditors, Matrix, Profit & Loss Statement for October Through December 2005; Cash Flow Statement For Year Ending Dec. 2005; and U.S. Income Tax Return For An S Corporation.

GLOBAL NOTES AND DISCLAIMERS REGARDING STATEMENT OF FINANCIAL AFFAIRS AND STATEMENT OF ASSETS AND LIABILITIES FOR USA SECURITIES, LLC, CASE NO. BK-S-06-10729 LBR FILED APRIL 13, 2006

These Global Notes and Disclaimers (the “Global Notes”) Regarding the Schedule of Assets and Liabilities and the Statement of Financial Affairs (the “Schedules and Statements”) for USA Securities, LLC (the “Debtor”) are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

General Disclosures

1. The Schedules and Statements have been prepared by the Debtor’s management and are unaudited. While management of the Debtor has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, the subsequent receipt of information may result in material changes to the financial data contained in the Schedules and Statements and inadvertent errors or omissions may exist. To the extent the Debtor discovers a material error or omission, or becomes aware of additional information that may suggest a material difference, the Debtor will amend the Schedules and Statements to reflect such changes.
2. Unless otherwise indicated, all amounts are listed as of April 13, 2006 (the “Petition Date”), the date that the Debtor commenced its chapter 11 case in the Bankruptcy Court for the District of Nevada (the “Bankruptcy Court”).
3. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated, net book values, as of the Petition Date, rather than current market values of the Debtor's interests in property, are reflected on the Debtor's Schedules and Statements.
4. Any failure to designate a claim on the Debtor's Schedules as disputed, contingent, or unliquidated does not constitute an admission by the Debtor that such amount is not disputed, contingent, or unliquidated. The Debtor reserves all of its rights with respect to the claims listed in the Schedules and Statements, including, without limitation, the right to (i) assert offsets or defenses to any claim, (ii) dispute any claim on any basis, including, without limitation, as to amount, liability or classification or (iii) designate any claim as disputed, contingent or unliquidated.
5. The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtor’s books and records and do not reflect credits or allowances that may be due from such creditors to the Debtor. The Debtor reserves all of its rights regarding any and all such credits and allowances.

6. The Debtor has sought to discover and properly classify all claims and interests in this case, and to list all claims and interests against this estate accurately and completely. However, the Debtor will review its records and other information on an on-going basis to determine whether these Schedules and Statements should be supplemented or otherwise amended. The Debtor reserves the right to file, at any time, such supplements or amendments to these Schedules and Statements as it deems appropriate. These Schedules and Statements should not be considered the final word on the Debtor's assets and liabilities as of the Petition Date, but rather the Debtor's current compilation of such information based on its investigations to date. All parties are encouraged to inform the Debtor or its counsel should they believe any part of these Schedules and Statements to be inaccurate, incomplete or in need of supplementation in any way.

Notes to Schedules

Schedule B Notes

Exhibit B-9 Notes-Insurance Policies

The Debtor and its affiliates maintain a variety of insurance policies on behalf of the debtor affiliates including property, general liability, automobile, medical, workers' compensation, and other typical business-related policies. These policies are listed on the Schedule of the appropriate Debtor that owns the policy.

Exhibit B-16 Notes-Accounts Receivable

The Debtor accounts for gross accounts receivable and allows for doubtful accounts in accordance with Generally Accepted Accounting Principles. The accounts receivable for interest and management fees are listed at the accrued amounts and no determination of the collectibility of these accounts has been determined for purposes of this Schedule.

Exhibit B-21 Notes-Other Contingent & Unliquidated Claims

The Debtor may be entitled to tax refunds for various federal, state and local taxes. As of the time of filing of these Schedules and Statements however, it is not certain whether the Debtor will ultimately receive any tax refunds.

The Debtor may be a party to one or more lawsuits in which it has asserted claims as a plaintiff or in which it has asserted counter-claims, third party claims or cross-claims. The Debtor may also have unasserted claims against known or unknown parties. The ultimate value of such claims cannot be determined at this time.

Exhibit B-23 Notes-Licenses

The Debtor owns (or has the right to use) various licenses in the operation of its business, including, but not limited to business licenses and various other licenses and permits. The value of these licenses and permits has not been determined.

Schedule D Notes

The Debtor has not verified the perfection, nature, extent, validity and priority of the liens and/or security interests described in Schedule D. Nothing contained in Schedule D shall affect the ability of the Debtor or any, if any, of the Official Committees appointed in these jointly administered cases of the Debtor and affiliates to investigate and/or challenge the perfection, nature, extent, validity and priority of any lien or security interest purportedly granted to a secured creditor listed on Schedule D, or to otherwise seek to recharacterize any such claim or any portion thereof.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. No attempt has been made to identify such agreements for purposes of including them on Schedule D, and accordingly the Debtor reserves all rights with respect thereto.

Lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D.

Although other liens may exist of which the Debtor is unaware, the Debtor believes such liens would be not be material, individually and in the aggregate.

Schedule E Notes

Pursuant to various orders issued by the Bankruptcy Court, the debtors in these jointly-administered cases, including the Debtor herein, were authorized to pay various outstanding pre-petition unsecured priority claims, including certain employee wage and benefit claims. Prepetition claims that have been paid pursuant to such authority have not been listed in Schedule E. Notwithstanding the foregoing, however, certain claims listed herein may have been satisfied after the compilation of the claim data listed in Schedule E. Accordingly, certain extinguished claims may inadvertently be listed and the Debtor reserves all of its rights to amend or supplement this statement and/or to dispute such claims in any manner, including, without limitation, disputing that any such claimants retain a claim in these chapter 11 cases.

The Debtor's characterization of the claims listed in Schedule E as priority claims is preliminary in nature and the Debtor reserves the right to dispute or challenge whether such claims are entitled to priority.

Schedule F Notes

The value of certain claims contained in Schedule F are based on a preliminary review of prepetition invoices and other documentation and financial information that was available at the time of the filing of these Bankruptcy Schedules. The Debtor expects to receive additional prepetition invoices and other documentation and financial information regarding certain of these listed claims in the future. Therefore, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in Schedule F.

Certain of the claims listed in Schedule F could be entitled to administrative priority treatment pursuant to section 503(b)(9) of the Bankruptcy Code or otherwise. However, the claims listed in Schedule F arose or were incurred on various dates, and a determination of the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive. Accordingly, the Debtor has not included such dates or attempted to separately identify any claims that might be entitled to such priority treatment.

Schedule G Notes

The Debtor hereby reserves the right to dispute the validity, status or enforceability of any contracts, agreements, leases or documents set forth in Schedule G and to amend or supplement this statement. Notwithstanding the inclusion of a particular contract, agreement, lease or document in this Schedule G, the Debtor hereby reserves the right to assert that such contract, agreement, lease or document is not an executory contract or unexpired lease within the meaning of Section 365 of the Bankruptcy Code.

Certain of the contracts, agreements and leases listed on the Exhibits to Schedule G attached hereto may have expired or may have been modified, amended and supplemented from time to time by the conduct of the parties, various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed herein. Accordingly, any and all contracts listed on Schedule G are the same as may be or have been modified, amended and/or supplemented from time to time.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or financing arrangements. The Debtor reserves all rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim.

Certain address information for various contracts was not readily available at the time of the filing of these schedules. However, all parties listed on Schedule G will be notified of the claims bar date when set and will be provided with a proof of claim form.

While every effort has been made to make Schedule G accurate and complete, errors or omissions may have occurred. The Debtor does not make any representation or warranty as to, or the validity or enforceability of any contracts, agreements, leases or documents listed herein. The Debtor reserves the rights to amend or supplement Schedule G as necessary.

Schedule G does not include short-term purchase orders used in the normal course of operations due to their large number and transitory nature.

Notes to the Statement of Financial Affairs

Question 3c

The management of the Debtor maintained a complex network of real estate investments partnerships and LLC's. The Debtor has attempted to list all payments made to entities known to be affiliates of the Debtor, including Investment Partners LLC, a company under the same ownership as the Debtor, and its affiliates, and the Members and Managers and their relatives. The Debtor reserves the right to amend this Statement of Financial Affairs if and when additional information or additional affiliates are identified.

Question 4a

The Debtor reserves all of its rights and defenses with respect to the listed suits and administrative proceedings. The listing of these suits and proceedings shall not constitute an admission by the Debtor of any liability or that the actions or proceedings were correctly filed against the Debtor or any affiliates of the Debtor, and the Debtor reserves its right to assert that neither the Debtor nor any affiliate of the Debtor is an appropriate party to such actions or proceedings.

Question 8

The Debtor has excluded de minimus and ordinary course losses that are below the company's insurance deductibles and are not recorded by the company with any degree of particularity.

Question 9

Payments related to the bankruptcy made on behalf of or benefiting the affiliated Debtors are listed in the Question 9 Attachment relating to the Debtor which disbursed the funds. The payments were intended to benefit all of the affiliated Debtors.

Question 10(a)

While the Debtor's management has endeavored to list all property transferred outside of the ordinary course of business within the two years immediately preceeding the Petition Date, the Debtor may have made transfers of assets that are not listed herein, and the Debtor reserves all rights to amend the list as may be necessary or appropriate.

Question 13

Aside from possible de minimus setoffs of which the Debtor is not aware, the Debtor does not incur setoffs in the ordinary course of business, and accordingly does not believe that it has incurred any material setoffs in the 90 days preceding the commencement of these cases.

Question 19d

The financial affairs and businesses of the Debtor and the Debtor's affiliates are far reaching and complex. The Debtor and its affiliates also have numerous relationships with various vendors, lenders, other creditors and other interested parties. As such, the Debtor has or may have provided financial information to various financial institutions, customers, suppliers, equity holders, potential Lenders, governmental authorities, rating agencies and other interested parties. The Debtor kept no record of parties furnished with financial statements.

Question 23

Compensation and withdrawals by the insiders have been listed in response to Question 3c.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re **USA Securities, LLC**

Debtor

Case No. **06-10729-LBR**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED					
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	10	\$19,128.34		
C - Property Claimed As Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$0.00	
E - Creditors Holding Unsecured Priority Claims	Yes	3		UNKNOWN	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$1,240.35	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
Total Number of Sheets In ALL Schedules		19			
Total Assets			\$19,128.34		
Total Liabilities				\$1,240.35 PLUS UNKNOWN	

In re **USA Securities, LLC**

Debtor

Case No. **06-10729-LBR**

(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an 'H', 'W', 'J', or 'C' in the column labeled 'Husband, Wife, Joint or Community.' If the debtor holds no interest in real property, write 'None' under 'Description and Location of Property.'

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G- Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write 'None' in the column labeled 'Amount of Secured Claim.'

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Sheet no. 1 of 1 sheets attached to Schedule of
Real Property

(Use only on the last page of the completed Schedule A)

Total

(Report total also on Summary of Schedules)

In re **USA Securities, LLC**Case No. **06-10729-LBR**

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property". If providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

TYPE OF PROPERTY	NONE -----	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY ----- CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
01 CASH ON HAND.	<input checked="" type="checkbox"/>		
02 CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	<input type="checkbox"/>	SEE ATTACHED EXHIBIT B-2	\$17,068.34
03 SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	<input type="checkbox"/>	SEE ATTACHED EXHIBIT B-3	\$2,060.00
04 HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	<input checked="" type="checkbox"/>		

In re **USA Securities, LLC**
DebtorCase No. **06-10729-LBR**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	<div>NONE</div> <div>DESCRIPTION AND LOCATION OF PROPERTY</div>	<div>HUSBAND, WIFE, JOINT OR COMMUNITY</div> <div>CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION</div>
05 BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	<input checked="" type="checkbox"/>	
06 WEARING APPAREL.	<input checked="" type="checkbox"/>	
07 FURS AND JEWELRY.	<input checked="" type="checkbox"/>	
08 FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	<input checked="" type="checkbox"/>	
09 INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	<input type="checkbox"/> SEE ATTACHED EXHIBIT B-9	UNKNOWN
10 ANNUITIES. ITEMIZE AND NAME EACH INSURER.	<input checked="" type="checkbox"/>	
11 INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(B)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(B)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(C); RULE 1007(B)).	<input checked="" type="checkbox"/>	

In re **USA Securities, LLC**
DebtorCase No. **06-10729-LBR**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY		HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12 INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	<input checked="" type="checkbox"/>			
13 STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	<input checked="" type="checkbox"/>			
14 INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	<input checked="" type="checkbox"/>			
15 GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	<input checked="" type="checkbox"/>			
16 ACCOUNTS RECEIVABLE.	<input checked="" type="checkbox"/>			
17 ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>			
18 OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDE TAX REFUNDS. GIVE PARTICULARS.	<input checked="" type="checkbox"/>			

In re **USA Securities, LLC**
DebtorCase No. **06-10729-LBR**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	<div>NONE</div> <div>DESCRIPTION AND LOCATION OF PROPERTY</div>	<div>HUSBAND, WIFE, JOINT OR COMMUNITY</div> <div>CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION</div>
19 EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	<input checked="" type="checkbox"/>	
20 CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	<input checked="" type="checkbox"/>	
21 OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	<input checked="" type="checkbox"/>	
22 PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
23 LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	<input type="checkbox"/>	SEE ATTACHED EXHIBIT B-23
		UNKNOWN

In re **USA Securities, LLC**
DebtorCase No. **06-10729-LBR**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY		NONE ----- DESCRIPTION AND LOCATION OF PROPERTY		HUSBAND, WIFE, JOINT OR COMMUNITY ----- CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24 CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION (AS DEFINED IN 11 U.S.C. § 101(41A)) PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	<input checked="" type="checkbox"/>			
25 AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES AND ACCESSORIES.	<input checked="" type="checkbox"/>			
26 BOATS, MOTORS, AND ACCESSORIES.	<input checked="" type="checkbox"/>			
27 AIRCRAFT AND ACCESSORIES.	<input checked="" type="checkbox"/>			
28 OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	<input checked="" type="checkbox"/>			
29 MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	<input checked="" type="checkbox"/>			
30 INVENTORY.	<input checked="" type="checkbox"/>			
31 ANIMALS.	<input checked="" type="checkbox"/>			

In re **USA Securities, LLC**
DebtorCase No. **06-10729-LBR**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY		HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
32 CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>			
33 FARMING EQUIPMENT AND IMPLEMENTS.	<input checked="" type="checkbox"/>			
34 FARM SUPPLIES, CHEMICALS, AND FEED.	<input checked="" type="checkbox"/>			
35 OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	<input checked="" type="checkbox"/>			

Sheet no. 6 of 6 sheets attached to Schedule of
Personal Property

(Use only on the last page of the completed Schedule B)

<p>\$19,128.34 PLUS UNKNOWN</p>

(Report total also on Summary of Schedules)

In re USA Securities, LLC,
Debtor

Case No. 06-10729-LBR
(If known)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-2
Checking, Savings, or Other Financial Accounts

Description and Location of Property			Current Market Value of Debtor's Interest in Property
Institution	Account #	Type of Account	
Nevada State Bank 750 East Warm Springs Road 4th Floor Las Vegas, NV 89125-0990	552016142	General Operating Account	\$17,068.34
Total Checking, Savings, or Other Financial Accounts			<u>\$17,068.34</u>

In re USA Securities, LLC,
Debtor

Case No. 06-10729-LBR
(If known)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-3
Security Deposits

Description and Location of Property		Current Market Value of Debtor's Interest in Property
Party Holding Deposit	Purpose of Deposit	
ABBK 505 Madison Street, # 230 Seattle, WA 98104	Sublease	\$1,500.00
Florida Power and Light P.O. Box 025576 Miami, FL 33102	Utilities	\$560.00
Total Security Deposits		<u><u>\$2,060.00</u></u>

In re USA Securities, LLC,
DebtorCase No. 06-10729-LBR
(If known)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-9
Interests in Insurance Policies

Description and Location of Property			Current Market Value of Debtor's Interest in Property
Insurance Company	Policy No.	Type of Policy	
Illinois Union Insurance Company	BMI20028289	<u>Directors & Officers Liability</u> Annual Aggregate Each Occurrence	Unknown
Zurich Group-Southern CA-South	PAS 41531717	<u>Commercial Property Coverage</u> Each Accident Each Employee Policy Limit	Unknown
Hartford Insurance	53 WEC NT5238	<u>Workers Compensation</u> Each Accident Each Employee Policy Limit	Unknown
Hartford Insurance	53SBATQ1253	<u>General Liability</u> General Aggregate Products/Completed Ops Aggregate Each Occurrence Personal & Advertising Injury Medical Expense Damage to Rented Premises	Unknown
		<u>Business Auto</u> Limit of Liability	Unknown
		<u>Property</u> Deductible Limits of Insurance - Personal Property	Unknown
Total Interests in Insurance Policies			<u>Unknown</u>

In re USA Securities, LLC,
Debtor

Case No. 06-10729-LBR
(If known)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-23
Licenses, Franchises and General Intangibles

Description and Location of Property		Current Market Value of Debtor's Interest in Property
Description	Address	
Securities Broker/Dealer License	4484 South Pecos Road Las Vegas, Nevada 89121	Unknown
Licenses, Franchises and General Intangibles		<u>Unknown</u>

In re **USA Securities, LLC**
Debtor

Case No. **06-10729-LBR**
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☒ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT			UNSECURED PORTION, IF ANY
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	
ACCOUNT NO.						
		Value:				

In re **USA Securities, LLC**

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(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditor, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J" or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order of relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000 per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

In re **USA Securities, LLC**
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☐ **Certain Farmers and Fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$4,925* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Other Certain Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9)

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

1 continuation sheets attached

* Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **USA Securities, LLC**
DebtorCase No. **06-10729-LBR**
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR			CONTINGENT			AMOUNT ENTITLED TO PRIORITY
		HUSBAND, WIFE, JOINT OR COMMUNITY			UNLIQUIDATED		
					DISPUTED		
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM			AMOUNT OF CLAIM	
Vendor No: <div></div> s41	NEVADA DEPARTMENT OF TAXATION PO BOX 52674 PHOENIX, AZ 85072-2674		MODIFIED BUSINESS TAX - 3/31/04			\$5,206.74	UNKNOWN
Vendor No: <div></div> s42	NEVADA DEPARTMENT OF TAXATION PO BOX 52674 PHOENIX, AZ 85072-2674		MODIFIED BUSINESS TAX - 6/30/04			\$6,082.44	UNKNOWN

Total	\$11,289.18	UNKNOWN
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In re **USA Securities, LLC**Case No. **06-10729-LBR**

Debtor

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED				
					DISPUTED			AMOUNT OF CLAIM	
DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE									
Vendor No.		s1			GOODS, SERVICES, TRADE PAYROLL PROCESSED 4/5/06	X	X		\$110.10
ADP INC DESERT MOUNTAIN REGION PO BOX 78415 PHOENIX, AZ 85062-8415									
Vendor No.		s2			GOODS, SERVICES, TRADE PAYROLL PROCESSED 4/5/06	X	X		\$14.00
ADP INC DESERT MOUNTAIN REGION PO BOX 78415 PHOENIX, AZ 85062-8415									
Vendor No.		s3			GOODS, SERVICES, TRADE COMMISSIONS THROUGH 4/1/06	X	X		\$681.25
FINANCIAL WEST GROUP 4510 E THOUSAND OAKS BLVD WESTLAKE VILLAGE, CA 91362									
Vendor No.		s4			GOODS, SERVICES, TRADE TELECOMMUNICATIONS	X	X		\$50.00
LIVE OFFICE CORPORATION 23133 HAWTHORNE BLVD SUITE 200 TORRANCE, CA 90505									

In re **USA Securities, LLC**
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(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR			CONTINGENT		
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED			
					DISPUTED		AMOUNT OF CLAIM	
DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE								
Vendor No.		s5						
RENTZ CHRISTIAN & COMPANY ROLLING HILLS PLAZA LLC 2601 AIRPORT DR STE 370 TORRANCE, CA 90505-6143					GOODS, SERVICES, TRADE COMMISSIONS THROUGH 4/1/06	X	X	\$385.00

In re **USA Securities, LLC**

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(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any time share interests.

State nature of debtor's interest in contract, i.e. "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of the lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
323	HARTFORD INSURANCE	INSURANCE AGREEMENT
322	HARTFORD INSURANCE	INSURANCE AGREEMENT
320	ILLINOIS UNION INSURANCE COMPANY	INSURANCE AGREEMENT
303	JOSEPH MILANOWSKI, TRUSTE OF THE JOSEPH MILANOWSKI 1998 TRUST 4484 SOUTH PECOS ROAD LAS VEGAS, NV 89121	OPERATING AGREEMENT
304	PAUL HAMILTON 4484 SOUTH PECOS ROAD LAS VEGAS, NV 89121	OPERATING AGREEMENT
64	TED GLASRUDE ASSOCIATES, INC 431 SOUTH SEVENTH STREET SUITE 2470 MINNEAPOLIS, MN 55415	NON-RESIDENTIAL REAL ESTATE LEASE
321	ZURICH GROUP - SOUTHERN CA - SOUTH	INSURANCE AGREEMENT

In re **USA Securities, LLC**
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(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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In re USA Securities, LLC
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DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, Thomas J. Allison, the Chief Restructuring Officer and Manager of USA Securities, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules and that they are true and correct to the best of my knowledge, information, and belief.

Date June 15, 2006

Signature

A handwritten signature in black ink, appearing to read 'TJ Allison', written over a horizontal line.

Thomas J. Allison

(print name of individual signing on behalf of debtor)

Chief Restructuring Officer and Manager

(indicate position or relationship to debtor)